

# EXHIBIT

## “B”

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF NEW YORK

-----X

In re:

FLAVORWORKSTRUCK LLC,

Chapter 11  
(Subchapter V)

Case No.: 22-42150-jmm

Debtor.

-----X

**AFFIDAVIT OF NO ADVERSE INTEREST**

STATE OF NEW YORK      )  
                            )  
                            ) ss.:  
COUNTY OF SUFFOLK      )

Avrum J. Rosen, an attorney at law duly admitted to practice before this Court affirms the following under penalty of perjury:

1.       I am a member of The Law Offices of Avrum J. Rosen, PLLC (the “Firm”) and make this affidavit in support of the application of Flavorworkstruck, Inc., the debtor and debtor in possession (the “Debtor”), for an order authorizing the Debtor to retain the Firm as its counsel in this case effective as of December 5, 2022.

2.       I am admitted to practice before this Court and are qualified to represent the Debtor in all matters pertaining to the administration of the case. Bankruptcy presently constitutes eighty-five percent (85%) of the Firm’s practice.

3.       The undersigned is the attorney who will bear primary responsibility for the representation of the Debtor.

4.       The undersigned has read and is generally familiar with Title 11 of the United States Code (the “Bankruptcy Code”) together with current amendments, the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules, and this Court’s Chamber’s Rules.

5.       The services rendered or to be rendered by the Firm include the following:

- (a) analysis of the financial situation, and rendering advice and assistance to the Debtor in determining whether to file a petition under the Bankruptcy Code;
- (b) preparation and filing of the amended petition, schedules, and other documents required by the Court;
- (c) Preparation of the Plan in the Subchapter V case;
- (d) preparation of motions, documents and applications in connection with the case; and
- (e) rendering legal advice to the Debtor in connection with all matters pending before the Court.

6. The undersigned is competent to represent the interest of the entity on whose behalf representation is now sought in all proceedings now pending or which may reasonably be expected.

7. The undersigned does not hold or represent an interest adverse to the Debtor or to the estate and is disinterested as that term is defined in section 101(14) of the Bankruptcy Code. On November 17, 2022, the Firm filed a petition under subchapter V of Chapter 11 of the Bankruptcy Code on behalf of Flavorworks, Inc., in the Southern District of New York as Case Number 22-11524-pb. Flavorworks Inc.'s president is Rocco Dispirito, the principal of the Debtor in the instant bankruptcy. Although the Firm is representing Flavorworks, Inc. in an active bankruptcy, Flavorworks Inc. is not a member of the Debtor. Additionally, neither of the debtors' assets or liabilities are connected and the outcome of the Flavorworks Inc. bankruptcy case should not affect the Debtor's bankruptcy case.

8. As the result of inquiries, deponent believes that the Firm and the undersigned have no connection with any creditor or interested party.

9. The Firm and Avrum J. Rosen do not hold or represent any interests adverse to this estate or to the Debtor, and the Firm and Avrum J. Rosen are disinterested as that term is defined in section 101(14) of the Bankruptcy Code.

10. The Firm has not accepted any money from the Debtor or a third party to represent the Debtor in the instant bankruptcy matter. Although the Firm has agreed to accept a post-petition retainer of \$15,000.00 from the Debtor once it is approved by this Court.

11. It is anticipated that compensation will be paid to the Firm, as counsel to the Debtor, from the Debtor's estate upon proper application thereof. The Firm's current billing rates are as follows:

Partner	\$620.00 per hour
Associates	\$325.00 – \$520.00 per hour
Paraprofessionals	\$100.00 – \$150.00 per hour.

*/s/ Avrum J. Rosen*  
Avrum J. Rosen

Sworn to before me this  
16th day of December, 2022

*/s/ Nico G. Pizzo*  
Nico G. Pizzo  
Notary Public State of New York  
Qualified in Suffolk County  
No. 02PI6384544  
Commission Exp. 12/17/2022